

BALL JANIK LLP

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RECORDATION NO. **23296-Q**

OCT 29 '01

4-08 PM

TS

SURFACE TRANSPORTATION BOARD

lgitomer@bjllp.com

October 29, 2001

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Assignment of Memorandum of Lease Agreement, a secondary document, dated as of October 17, 2001. The primary document to which this is connected is recorded under Recordation No. 23296. We request that one copy of this document be recorded under Recordation No. 23296-Q.

The names and addresses of the parties to the Assignment of Memorandum of Lease Agreement are:

Assignor:

LaSalle National Leasing Corporation
One West Pennsylvania Avenue, Suite 1000
Towson, MD 21204

Assignee:

Heller Financial Leasing, Inc.
500 West Monroe Street
Chicago, IL 60661

A description of the equipment covered by the Assignment of Memorandum of Lease Agreement consists of 628 286,000 pound 6,221 cubic foot specialty covered hopper cars numbered FPAX 200470, 200491, 200494, 200496-200500, inclusive, 200525, 200640-200995, inclusive, 200997-200999, inclusive, 201000-201065, inclusive, 201067-201106, inclusive, 201337, 201339-201347, inclusive, 201450, 201454-201499, inclusive, and 201501-201597, inclusive.

BALL JANIK LLP

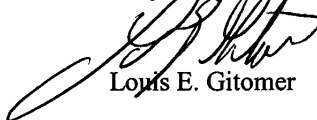
Honorable Vernon A. Williams
October 29, 2001
Page 2

A fee of \$ 28.00 is enclosed. Please return one original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: an Assignment of Memorandum of Lease Agreement between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson, MD 21204, and Heller Financial Leasing, Inc., 500 West Monroe Street, Chicago, IL 60661, covering 628 286,000 pound 6,221 cubic foot specialty covered hopper cars numbered FPAX 200470, 200491, 200494, 200496-200500, inclusive, 200525, 200640-200995, inclusive, 200997-200999, inclusive, 201000-201065, inclusive, 201067-201106, inclusive, 201337, 201339-201347, inclusive, 201450, 201454-201499, inclusive, and 201501-201597, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

ASSIGNMENT OF MEMORANDUM OF LEASE AGREEMENT

THIS ASSIGNMENT OF MEMORANDUM OF LEASE AGREEMENT is made and entered into as of October 17, 2001, by and between LASALLE NATIONAL LEASING CORPORATION ("Assignor") and HELLER FINANCIAL LEASING, INC. ("Assignee").

Assignor and Formosa Plastics Corporation, U.S.A. and Formosa Transrail Corporation (collectively, "Lessee") have heretofore entered into that certain Memorandum of Lease Agreement dated as of September 28, 2001 (the "Memorandum of Lease Agreement") pertaining to the railcars described therein (the "Railcars") leased pursuant to that certain Railcar Master Lease Agreement dated as of September 29, 2000. The Memorandum of Lease Agreement has been filed and recorded as Recordation No. 23296-N with the Surface Transportation Board pursuant to 49 U.S.C.11301 and 49 CFR 1177 on September 28, 2001, at 2:34 p.m. and with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act on September 28, 2001 at 2:06 p.m..

Concurrently herewith, Assignor has assigned to Assignee all right, title and interest of Assignor in and to the Railcars and in and to the Lease solely to the extent relating thereto; and the parties desire to effect the assignment of the rights of Assignor under the Memorandum of Lease Agreement.

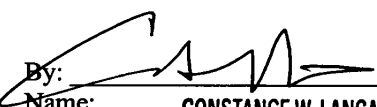
NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Memorandum of Lease Agreement; and Assignee accepts such assignment.

This Assignment of Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one Assignment of Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Assignment of Memorandum of Lease Agreement to be executed as of the date first above written.

LASALLE NATIONAL LEASING
CORPORATION

RECORDATION NO. 23296-Q
OCT 29 '01 4-08 PM
SURFACE TRANSPORTATION BOARD

By: 
Name: CONSTANCE W. LANCASTER
Title: 1st VICE PRESIDENT

HELLER FINANCIAL LEASING, INC.

By: 
Name: WALTER R. SCHORFER
Title: VP

STATE OF MARYLAND)
) ss.
COUNTY OF Baltimore)

On this 23rd day of October, 2001 before me appeared Constance W. Lancaster, the person who signed this instrument, who acknowledged that (s)he is the 1st Vice President of LASALLE NATIONAL LEASING CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal] REGINA M. MCMANUS
NOTARY PUBLIC
BALTIMORE COUNTY

Regina M. McManus
Notary Public

My commission expires:

10/1/04

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 22nd day of OCTOBER, 2001 before me appeared WALTER R. SCHWARTZ the person who signed this instrument, who acknowledged that the is the VICE PRESIDENT of HELLER FINANCIAL LEASING INC. and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.



Tanya M. Finn
Notary Public

My commission expires:

Oct. 25 .2003